

(Official Form 1) (12/03)

FORM B1 United States Bankruptcy Court District of Nevada		Voluntary Petition																
Name of Debtor (if individual, enter Last, First, Middle): Cloobeck, Sheldon H.	Name of Joint Debtor (Spouse) (Last, First, Middle):																	
All Other Names used by the Debtor in the last 6 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 6 years (include married, maiden, and trade names):																	
Last four digits of Soc. Sec. No. / Complete EIN or other Tax I.D. No. (if more than one, state all): xxx-xx-5968	Last four digits of Soc. Sec. No. / Complete EIN or other Tax I.D. No. (if more than one, state all):																	
Street Address of Debtor (No. & Street, City, State & Zip Code): 40 Gulf Stream Las Vegas, NV 89113	Street Address of Joint Debtor (No. & Street, City, State & Zip Code):																	
County of Residence or of the Principal Place of Business: Clark	County of Residence or of the Principal Place of Business:																	
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):																	
Location of Principal Assets of Business Debtor (if different from street address above):																		
Information Regarding the Debtor (Check the Applicable Boxes)																		
Venue (Check any applicable box)																		
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.																		
Type of Debtor (Check all boxes that apply)	Chapter or Section of Bankruptcy Code Under Which the Petition is Filed (Check one box)																	
<input checked="" type="checkbox"/> Individual(s) <input type="checkbox"/> Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> Other _____	<input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank																	
<input checked="" type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Sec. 304 - Case ancillary to foreign proceeding		<input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 12																
Nature of Debts (Check one box)	Filing Fee (Check one box)																	
<input checked="" type="checkbox"/> Consumer/Non-Business <input type="checkbox"/> Business	<input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only.) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments Rule 1006(b). See Official Form No. 3.																	
Chapter 11 Small Business (Check all boxes that apply)																		
<input type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. § 101 <input type="checkbox"/> Debtor is and elects to be considered a small business under 11 U.S.C. § 1121(e) (Optional)																		
Statistical/Administrative Information (Estimates only)																		
<input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.																		
THIS SPACE IS FOR COURT USE ONLY																		
Estimated Number of Creditors 1-15 16-49 50-99 100-199 200-999 1000-over <input type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>																		
Estimated Assets <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 12.5%;">\$0 to \$50,000</td> <td style="width: 12.5%;">\$50,001 to \$100,000</td> <td style="width: 12.5%;">\$100,001 to \$500,000</td> <td style="width: 12.5%;">\$500,001 to \$1 million</td> <td style="width: 12.5%;">\$1,000,001 to \$10 million</td> <td style="width: 12.5%;">\$10,000,001 to \$50 million</td> <td style="width: 12.5%;">\$50,000,001 to \$100 million</td> <td style="width: 12.5%;">More than \$100 million</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> </table>			\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	More than \$100 million	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	More than \$100 million											
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>											

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): Cloobeck, Sheldon H.	FORM B1, Page 2
Prior Bankruptcy Case Filed Within Last 6 Years (If more than one, attach additional sheet) Location Where Filed: - None -		Case Number:	Date Filed:
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet) Name of Debtor: - None -		Case Number:	Date Filed:
District:		Relationship:	Judge:
Signatures			
<p>Signature(s) of Debtor(s) (Individual/Joint) I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p>			
<p>Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>			
<p>Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter.</p>			
<p>Exhibit C Does the debtor own or have possession of any property that poses a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No</p>			
<p>Signature of Attorney for Debtor(s) Gerald M. Gordon, Esq. Nevada Bar No. 229</p>			
<p>Signature of Non-Attorney Petition Preparer I certify that I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110, that I prepared this document for compensation, and that I have provided the debtor with a copy of this document.</p>			
<p>Printed Name of Bankruptcy Petition Preparer</p>			
<p>Social Security Number (Required by 11 U.S.C. § 110(c).)</p>			
<p>Address</p>			
<p>Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document:</p>			
<p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p>			
<p>Signature of Authorized Individual Gordon & Silver, Ltd.</p>			
<p>Printed Name of Authorized Individual</p>			
<p>Title of Authorized Individual</p>			
<p>Date</p>			
<p>Signature of Bankruptcy Petition Preparer</p>			
<p>Date</p>			
<p>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</p>			

**United States Bankruptcy Court
District of Nevada**

In re **Sheldon H. Cloobeck**

Debtor

Case No. _____

Chapter _____

11

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts from Schedules D, E, and F to determine the total amount of the debtor's liabilities.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	AMOUNTS SCHEDULED		
			ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	30,000.00		
B - Personal Property	Yes	5	890,705.00		
C - Property Claimed as Exempt	Yes	1			
D - Creditors Holding Secured Claims	Yes	2		283,860.00	
E - Creditors Holding Unsecured Priority Claims	Yes	2		0.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	4		8,116,742.37	
G - Executory Contracts and Unexpired Leases	Yes	1			
H - Codebtors	Yes	2			
I - Current Income of Individual Debtor(s)	Yes	1			5,304.00
J - Current Expenditures of Individual Debtor(s)	Yes	1			31,660.00
Total Number of Sheets of ALL Schedules		20			
			Total Assets	920,705.00	
			Total Liabilities		8,400,602.37

In re **Sheldon H. Cloobeck**

Case No. _____

Debtor(s)

NOTICE TO CONSUMER DEBTOR OF AVAILABLE CHAPTERS

If you intend to file a petition for relief under the bankruptcy laws of the United States, and your debts are primarily consumer debts, the Clerk of Court is required to notify you of each chapter of the Bankruptcy Code under which you may seek relief. You may proceed under:

Chapter 7 - Liquidation, or

Chapter 11 - Reorganization, or

Chapter 13 - Adjustment of Debts of an Individual with Regular Income

IF YOU HAVE ANY QUESTIONS REGARDING THE INFORMATION CONTAINED IN THIS NOTICE, YOU SHOULD CONSULT WITH YOUR ATTORNEY.

Clerk of the Court

ACKNOWLEDGMENT

I hereby certify that I have read this notice.

Date 1/10/05

Signature



Sheldon H. Cloobeck
Debtor

Form 4. LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
United States Bankruptcy Court
District of Nevada

In re **Sheldon H. Cloobeck**

Case No. _____

Debtor

Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim [if secured, also state value of security]
La Canada Flintridge Development The Law Offices of Burton Mark Senkfor c/o Burton Mark Senkfor, Esq. 9100 Wilshire Blvd., 7th Fl. West Tower Beverly Hills, CA 90212	Burton Mark Senkfor, Esq. Law Office of Burton Mark Senkfor, Esq. 9100 Wilshire Blvd., 7th Fl. West Tower Beverly Hills, CA 90212 (310) 274-8771	Superior Court of California, County of Los Angeles, Case No. BC 096 405 (lead case), consolidated with Case Nos. BC 098 917, and BC 119 666.	Disputed	1,755,157.00
Lynne E. Cloobeck c/o Janet Chubb, Esq. Jones Vargas 300 W. Liberty, 12th Floor Reno, NV 89501	Janet Chubb, Esq. Jones Vargas 100 W. Liberty, 12th Fl. Reno, NV 89501 (775)786-5000	Stipulation for Entry of Judgment. If Debtor defaults on the terms of the Settlement Agreement dated October 1, 2001.	Contingent	1,368,000.00
Salt & Mice, LLC c/o Richard Cloobeck Diamond Resorts, Executive Offices 3745 Las Vegas Blvd. South Las Vegas, NV 89109	Richard Cloobeck (Resident Agent) Diamond Resorts, Executive Offices 3745 Las Vegas Blvd. South Las Vegas, NV 89109 (702) 261-1010	Brokerage account held in name of Salt & Mice, LLC. Minimum capital required in account of \$800,000 per Judgment	Contingent	800,000.00
Citibank Visa P.O. Box 6500 Sioux Falls, SD 57117	Citibank Visa P.O. Box 6500 Sioux Falls, SD 57117 (888)766-2484	Credit card purchases - 2004.		39,899.90
Greines, Martin, Stein & Richland LLP 5700 Wilshire Blvd., Ste. 375 Los Angeles, CA 90036	Greines, Martin, Stein & Richland LLP 5700 Wilshire Blvd., Ste. 375 Los Angeles, CA 90036 (310) 859-7811	Legal fees for appeal - Imperial Bank v. 409 Olympic Building Partnership.	Disputed	36,185.47

In re Sheldon H. Cloobeck

Case No. _____

Debtor

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim [if secured, also state value of security]
MBNA America P.O. Box 15168 Wilmington, DE 19850-5168	MBNA P.O. Box 15168 Wilmington, DE 19850-5168 (800)421-2110	Credit card purchases - 2004.		35,000.00
Levy, Small & Lallas c/o Leo D. Plotkin, Esq. 815 Moraga Drive Los Angeles, CA 90049	Levy, Small & Lallas c/o Leo D. Plotkin, Esq. 815 Moraga Drive Los Angeles, CA 90049 (310) 471-3000	Attorney's Fees - Imperial Bank v. 409 Olympic Building Partnership	Disputed	10,000.00
Core-Vent Bio Engineering c/o M. Bradley Johnson, Esq. Kravitz, Schnitzer & Sloane, Chtd. 1389 Galleria Dr., #200 Henderson, NV 89014	M. Bradley Johnson, Esq. Kravitz, Schnitzer & Sloane, Chtd. 1389 Galleria Dr. #200 Henderson, NV 89014 (702) 362-6666	Litigation - Case No. A472594, District Court, Clark County, NV	Unliquidated Disputed	Unknown
Dorfinco Corporation 333 East River Drive East Hartford, CT 06108	Dorfinco Corporation 333 East River Drive East Hartford, CT 06108	Guaranty Agreement dated 7/7/00 and all subsequent amendments, wherein Debtor guaranteed loans made by Creditor in favor of Nevada Polo		Unknown
Gerald A. Niznick c/o M. Bradley Johnson, Esq. Kravitz, Schnitzer & Sloane, Chtd. 1389 Galleria Dr., #200 Henderson, NV 89014	M. Bradley Johnson, Esq. Kravitz, Schnitzer & Sloane, Chtd. 1389 Galleria Dr. #200 Henderson, NV 89014 (702) 362-6666	Litigation - Case No. A468009, District Court, Clark County, NV	Unliquidated Disputed	Unknown
Lynne E. Cloobeck c/o Janet Chubb, Esq. Jones Vargas 300 W. Liberty, 12th Floor Reno, NV 89501	Janet Chubb, Esq. Jones Vargas 100 W. Liberty, 12th Fl. Reno, NV 89501 (775)786-5000	January 1, 1987 Marital Settlement Agreement		Unknown

In re Sheldon H. Cloobeck

Case No. _____

Debtor

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim [if secured, also state value of security]
Lynne E. Cloobeck c/o Janet Chubb, Esq. Jones Vargas 300 W. Liberty, 12th Floor Reno, NV 89501	Lynne E. Cloobeck c/o Janet Chubb, Esq. Jones Vargas Reno, NV 89501	Per Settlement Agreement, Debtor to pay mortgage on real property located at 4331 Meadow View Place, Encino, CA 91436, until paid in full. [\$1,181.68]		Unknown
Lynne E. Cloobeck c/o Janet Chubb, Esq. Jones Vargas 300 W. Liberty, 12th Floor Reno, NV 89501	Lynne E. Cloobeck c/o Janet Chubb, Esq. Jones Vargas Reno, NV 89501	Per Settlement Agreement, Debtor must provide health insurance for Creditor and reimburse Creditor for all uninsured medical expenses.	Contingent	Unknown
Lynne E. Cloobeck c/o Janet Chubb, Esq. Jones Vargas 300 W. Liberty, 12th Floor Reno, NV 89501	Lynne E. Cloobeck c/o Janet Chubb, Esq. Jones Vargas Reno, NV 89501	Per Settlement Agreement, Debtor must pay all premiums owing on a life insurance policy on the life of Debtor with a death benefit of not less		Unknown
Lynne E. Cloobeck c/o Janet Chubb, Esq. Jones Vargas 300 W. Liberty, 12th Floor Reno, NV 89501	Janet Chubb, Esq. Jones Vargas 300 W. Liberty, 12th Floor Reno, NV 89501 (775)786-5000	Per Settlement Agreement, Debtor must indemnify, reimburse, and hold harmless, Creditor from any and all tax liability, fees for preparing Creditor's	Contingent Unliquidated	Unknown
Marcia Cloobeck c/o Lance Speigel, Esq. Kaufman, Young, Speigel, et al., LLP 301 N. Canon Dr., Ste. 300 Beverly Hills, CA 90210-4724	Lance Speigel, Esq. Kaufman, Young, Speigel, et al. LLP 301 N. Canon Dr., Ste. 300 9th Floor, West Tower Beverly Hills, CA 90210-4724 (310) 271-5533	Litigation - Divorce proceedings for spousal support. Case No. BD 297 672, Superior Court of California, County of Los Angeles.	Unliquidated Disputed	Unknown
Marcia Cloobeck c/o Lance Speigel, Esq. Kaufman, Young, Speigel, et al., LLP 301 N. Canon Dr., Ste. 300 Beverly Hills, CA 90210-4724	Marcia Cloobeck c/o Lance Speigel, Esq. Kaufman, Young, Speigel, et al., LLP Beverly Hills, CA 90210-4724	Order re: submitted matters of spousal support, attorney's fees and costs. Spousal support in the amount of \$18,800.00 per month.	Disputed	Unknown

In re Sheldon H. Cloobeck

Case No. _____

Debtor

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim [if secured, also state value of security]
Reesa Niznick c/o M. Bradley Johnson, Esq. Kravitz, Schnitzer & Sloane, Chtd. 1389 Galleria Dr. #200 Henderson, NV 89014	M. Bradley Johnson, Esq. Kravitz, Schnitzer & Sloane, Chtd. 1389 Galleria Dr. #200 Henderson, NV 89014 (702) 362-6666	Litigation - Case No. A468009, District Court, Clark County, NV	Unliquidated Disputed	Unknown
U.S. Bank National Association c/o Randall P. Mroczynski, Esq. Cooksey, Toolen, Gage, Duffy & Woog 535 Anton Blvd., Tenth Floor Costa Mesa, CA 92626-1977	Randall P. Mroczynski, Esq. Cooksey, Toolen, Gage, Duffy & Woog 535 Anton Blvd., Tenth Floor Costa Mesa, CA 92626-1977 (714) 431-1100	U.S. Bank v. Cloobeck, Sheldon, Case No. A4-A-488495, District Court, Clark County, NV	Unliquidated Disputed	Unknown

DECLARATION UNDER PENALTY OF PERJURY BY INDIVIDUAL DEBTOR

I declare under penalty of perjury that I have read the foregoing List of Creditors Holding 20 Largest Unsecured Claims and that it is true and correct to the best of my information and belief.

Date 1/10/05

Signature



Sheldon H. Cloobeck
Debtor

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C §§ 152 and 3571.

In re Sheldon H. Cloobeck

Case No.

Debtor

SCHEDULE A. REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, or both own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. (See Schedule D.) If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim."

If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Market Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
<p>Condominium located at: 7141 N. Kedzie, 8th Floor Apt. 11 Chicago, IL 60645 Held in Land Trust (Trust No. 26866) by LaSalle Bank Attn: Land Trust Department 1747 West Dempster Ave. Skokie, IL 60076 (312) 904-2472 or (888) 878-7856</p>	<p>Debtor has a residual beneficial interest. Gloria Cloobeck has a life estate.</p>	-	30,000.00	0.00

Sub-Total > **30,000.00** (Total of this page)

Total > 30,000.00

0 continuation sheets attached to the Schedule of Real Property.

(Report also on Summary of Schedules)

In re **Sheldon H. Cloobeck**

Case No. _____

Debtor

SCHEDULE B. PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, or both own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property."

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Market Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand		40 Gulf Stream Las Vegas, NV 89113	-	1,500.00
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Bank of America - Checking account 300 S. 4th Street Las Vegas, NV 89101	-	37,000.00
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.		Miscellaneous household goods 40 Gulf Stream Las Vegas, NV 89113	-	200.00
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.		Private libraries, all family pictures, and keepsakes. Located at: 40 Gulf Stream, Las Vegas, NV 89113	-	1,500.00
		Miscellaneous art Located at: 40 Gulf Stream, Las Vegas, NV 89113	-	20,000.00
		Art: "Blue Dog" by George Rodrigue. In the possession of Marcia Cloobeck. Ownership is contested.	-	150,000.00
		Art: by Roland Wilson. In the possession of Marcia Cloobeck. Ownership is contested.	-	50,000.00
6. Wearing apparel.		Clothing Located at: 40 Gulf Stream, Las Vegas, NV 89113	-	2,000.00
7. Furs and jewelry.		Jewelry Located at: 40 Gulf Stream, Las Vegas, NV 89113	-	3,500.00

Sub-Total > **265,700.00**
(Total of this page)

4 continuation sheets attached to the Schedule of Personal Property

In re Sheldon H. Cloobeck

Case No. _____

Debtor

SCHEDULE B. PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O T E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Market Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			
11. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Itemize.		IRA Account c/o Darian J. Cohen #837-77126-10 262 Lehman Brothers Inc. 1100 Glendon Ave., 11th Floor Los Angeles, CA 90024		600,000.00
12. Stock and interests in incorporated and unincorporated businesses. Itemize.		Cloobeck Enterprises, Inc. (100% Interest) 3745 Las Vegas Blvd. South Las Vegas, NV 89109		0.00
		Salt & Mice, LLC (1 non-voting unit) c/o Darian J. Cohen Lehman Brothers Inc. 1100 Glendon Ave., 11th Floor Los Angeles, CA 90024		0.00
		Sheldon H. Cloobeck Gaming Corporation (100% Interest) 3745 Las Vegas Blvd. South Las Vegas, NV 89109		0.00
		Cloosticks, LLC (1% Interest) 3745 Las Vegas Blvd. South Las Vegas, NV 89109		0.00
13. Interests in partnerships or joint ventures. Itemize.		Cloobeck Children's Partnership (10% Interest) 3745 Las Vegas Blvd. South Las Vegas, NV 89109		0.00
		JCRP Phase VIII Consolidated (49% Interest) 3745 Las Vegas Blvd. South Las Vegas, NV 89109		25,000.00
			Sub-Total >	625,000.00
			(Total of this page)	

Sheet 1 of 4 continuation sheets attached
 to the Schedule of Personal Property

In re Sheldon H. Cloobeck

Case No. _____

Debtor

SCHEDULE B. PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Market Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
		Late Night Las Vegas Limited Partnership (2% Interest) (Partnership Cancelled) Resident Agent: John T. Moran, Jr. 630 S. 4th Street, Suite 400 Las Vegas, NV 89101	-	0.00
		Nevada Resort Properties Polo Towers, LP (2.5% Interest) Resident Agent: Stephen J. Cloobeck 3745 Las Vegas Blvd. South Las Vegas, NV 89109	-	0.00
		Polo Nevada Investments (6.5% Interest) 3745 Las Vegas Blvd. South Las Vegas, NV 89109	-	0.00
14. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
15. Accounts receivable.	X			
16. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
17. Other liquidated debts owing debtor including tax refunds. Give particulars.		Pursuant to November 14, 2001 Amendment to Contribution Agreement, Steve C. Good to pay \$100,000 to Cloobeck. (Disputed)	-	1.00
18. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule of Real Property.		Salt & Mice, LLC (Life Estate in any and all profits and distributions of Salt & Mice, LLC in excess of \$800,000) Lehman Brothers, Inc. c/o Darian J. Cohen 1100 Glendon Ave., 11th Fl. Los Angeles, CA 90024	-	Unknown
19. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.		Grantor of Sheldon H. Cloobeck Living Trust, a revocable inter vivos trust, U/T/A dated June 16, 1988. All assets and liabilities of the Sheldon H. Cloobeck Living Trust are listed elsewhere in these Schedules and Statements.	-	0.00
			Sub-Total > (Total of this page)	1.00

Sheet 2 of 4 continuation sheets attached
to the Schedule of Personal Property

In re Sheldon H. Cloobeck

Case No. _____

Debtor

SCHEDULE B. PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Market Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
20. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.		Right to contribution from Arnold Anisgarten for any Judgment entered against Debtor in Imperial Bank v. 409 Olympic Building Partnership, etc., et al., Case No. BC 096 405 (lead case) consolidated with Gilbert Dreyfuss, et al., v. 409 Olympic Building Partnership, etc., et al., Case Nos. BC 098 917 and BC 119 666, Superior Court of California, County of Los Angeles. Disputed.	-	1.00
		Right to contribution from Mark S. Berns for any Judgment entered against Debtor in Imperial Bank v. 409 Olympic Building Partnership, etc., et al., Case No. BC 096 405 (lead case) consolidated with Gilbert Dreyfuss, et al., v. 409 Olympic Building Partnership, etc., et al., Case Nos. BC 098 917 and BC 119 666, Superior Court of California, County of Los Angeles. Disputed.	-	1.00
		Right to contribution from Steven C. Good for any Judgment entered against Debtor in Imperial Bank v. 409 Olympic Building Partnership, etc., et al., Case No. BC 096 405 (lead case) consolidated with Gilbert Dreyfuss, et al., v. 409 Olympic Building Partnership, etc., et al., Case Nos. BC 098 917 and BC 119 666, Superior Court of California, County of Los Angeles. Disputed.	-	1.00
		Right to contribution from Melvin Gagerman for any Judgment entered against Debtor in Imperial Bank v. 409 Olympic Building Partnership, etc., et al., Case No. BC 096 405 (lead case) consolidated with Gilbert Dreyfuss, et al., v. 409 Olympic Building Partnership, etc., et al., Case Nos. BC 098 917 and BC 119 666, Superior Court of California, County of Los Angeles. Disputed.	-	1.00
		Right to recovery. Late Night Las Vegas Limited. Judgment entered in Case No. 00 CH 14690 in the Circuit Court, Cook County, IL and appeal pending. Attorney for Debtor in this matter: Nisen & Elliott, LLC, c/o Michael H. Moirano, 200 West Adams St., Suite 2500, Chicago, IL 60606.	-	Unknown
21. Patents, copyrights, and other intellectual property. Give particulars.	X			
			Sub-Total > (Total of this page)	4.00

Sheet 3 of 4 continuation sheets attached
to the Schedule of Personal Property

In re Sheldon H. Cloobeck

Case No. _____

Debtor

SCHEDULE B. PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Market Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
22. Licenses, franchises, and other general intangibles. Give particulars.	X			
23. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
24. Boats, motors, and accessories.	X			
25. Aircraft and accessories.	X			
26. Office equipment, furnishings, and supplies.	X			
27. Machinery, fixtures, equipment, and supplies used in business.	X			
28. Inventory.	X			
29. Animals.	X			
30. Crops - growing or harvested. Give particulars.	X			
31. Farming equipment and implements.	X			
32. Farm supplies, chemicals, and feed.	X			
33. Other personal property of any kind not already listed.	X			

Sub-Total >	0.00
(Total of this page)	
Total >	890,705.00

(Report also on Summary of Schedules)

Sheet 4 of 4 continuation sheets attached
to the Schedule of Personal Property

In re

Sheldon H. Cloobeck

Case No. _____

Debtor

SCHEDULE C. PROPERTY CLAIMED AS EXEMPT

Debtor elects the exemptions to which debtor is entitled under:

[Check one box]

- 11 U.S.C. §522(b)(1): Exemptions provided in 11 U.S.C. §522(d). Note: These exemptions are available only in certain states.
 11 U.S.C. §522(b)(2): Exemptions available under applicable nonbankruptcy federal laws, state or local law where the debtor's domicile has been located for the 180 days immediately preceding the filing of the petition, or for a longer portion of the 180-day period than in any other place, and the debtor's interest as a tenant by the entirety or joint tenant to the extent the interest is exempt from process under applicable nonbankruptcy law.

Description of Property	Specify Law Providing Each Exemption	Value of Claimed Exemption	Current Market Value of Property Without Deducting Exemption
Other Exemptions			
IRA	Nev. Rev. Stat. § 21.090(1)(q)	500,000.00	600,000.00
Private library	Nev. Rev. Stat. § 21.090(1)(a)	1,000.00	1,000.00
Keepsakes and family pictures	Nev. Rev. Stat. § 21.909(1)(a)	500.00	500.00
Clothing	Nev. Rev. Stat. § 21.090(1)(b)	1,800.00	2,000.00
Jewelry	Nev. Rev. Stat. § 21.090(1)(b)	3,500.00	3,500.00
Miscellaneous Art	Nev. Rev. Stat. § 21.090(1)(b)	4,500.00	20,000.00
Miscellaneous household goods	Nev. Rev. Stat. § 21.090(1)(b)	200.00	200.00
Annual Social Security Received	42 U.S.C.A. § 407 (a)	15,054.00	15,054.00

In re Sheldon H. Cloobeck

Case No. _____

Debtor

SCHEDULE D. CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests. List creditors in alphabetical order to the extent practicable. If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION IF ANY
Account No.			October 1, 2001					
Lynne E. Cloobeck c/o Janet Chubb, Esq. Jones Vargas 300 W. Liberty, 12th Floor Reno, NV 89501	X	-	Per Settlement Agreement, Debtor to pay mortgage on real property located at 4331 Meadow View Place, Encino, CA 91436, until paid in full. [\$1,181.68 per mo. Security Interest Disputed.]				Unknown	Unknown
			Value \$ Unknown					
Account No.			October 1, 2001					
Lynne E. Cloobeck c/o Janet Chubb, Esq. Jones Vargas 300 W. Liberty, 12th Floor Reno, NV 89501	X	-	Per Settlement Agreement, Debtor must purchase a Mercedes Benz CL-500 or equivalent for Creditor every 5 years. Security Interest Disputed.				283,860.00	0.00
			Value \$ 283,860.00					
Account No.			October 1, 2001					
Lynne E. Cloobeck c/o Janet Chubb, Esq. Jones Vargas 300 W. Liberty, 12th Floor Reno, NV 89501	X	-	Per Settlement Agreement, Debtor must provide health insurance for Creditor and reimburse Creditor for all uninsured medical expenses. Security Interest Disputed.	X				
			Value \$ Unknown					
Account No.			October 1, 2001					
Lynne E. Cloobeck c/o Janet Chubb, Esq. Jones Vargas 300 W. Liberty, 12th Floor Reno, NV 89501	X	-	Per Settlement Agreement, Debtor must pay all premiums owing on a life insurance policy on the life of Debtor with a death benefit of not less than \$375,000.00. Value is approximately \$2,400.00 per year. Security Interest Disputed.				Unknown	Unknown
			Value \$ Unknown					
1 continuation sheets attached				Subtotal (Total of this page)			283,860.00	

In re Sheldon H. Cloobeck

Case No. _____

Debtor

SCHEDULE D. CREDITORS HOLDING SECURED CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODEBTOR H W J C	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT I N T	UNLIQUIDATED Q U I D A T E D	DISPUTED D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION IF ANY
Account No.								
Lynne E. Cloobeck c/o Janet Chubb, Esq. Jones Vargas 300 W. Liberty, 12th Floor Reno, NV 89501	X		October 1, 2001 Per Settlement Agreement, Debtor must indemnify, reimburse, and hold harmless, Creditor from any and all tax liability, fees for preparing Creditor's income tax returns and financial planning. Security Interest Disputed.		X	X		
			Value \$				Unknown	Unknown
Account No.			Value \$					
Account No.			Value \$					
Account No.			Value \$					
Account No.			Value \$					
Account No.			Value \$					

Sheet 1 of 1 continuation sheets attached to
Schedule of Creditors Holding Secured Claims

Subtotal (Total of this page)	0.00
Total (Report on Summary of Schedules)	283,860.00

In re Sheldon H. Cloobeck

Case No. _____

Debtor

SCHEDULE E. CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether husband, wife, both of them or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotal" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Repeat this total also on the Summary of Schedules.

Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets.) **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(2).

 Wages, salaries, and commissions

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$4,925* per person earned within 90 days immediately preceding the filing of the original petition, or the cessation of business, which ever occurred first, to the extent provided in 11 U.S.C. § 507 (a)(3).

 Contributions to employee benefit plans

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

 Certain farmers and fishermen

Claims of certain farmers and fishermen, up to \$4,925* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(5).

 Deposits by individuals

Claims of individuals up to \$2,225* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(6).

 Alimony, Maintenance, or Support

Claims of a spouse, former spouse, or child of the debtor for alimony, maintenance, or support, to the extent provided in 11 U.S.C. § 507(a)(7).

 Taxes and Certain Other Debts Owed to Governmental Units

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

 Commitments to Maintain the Capital of an Insured Depository Institution

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

*Amounts are subject to adjustment on April 1, 2007, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

In re Sheldon H. Cloobeck

Case No. _____

Debtor

SCHEDULE E. CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

Alimony, Maintenance, or Support

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	TYPE OF PRIORITY			TOTAL AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY
			CONTINGENT	UNLIQUIDATED	DISPUTED		
Account No.	-	Judgment of Dissolution dated February 23, 1987 for alimony, maintenance, and support.				Unknown	Unknown
Lynne E. Cloobeck c/o Janet Chubb, Esq. Jones Vargas 300 W. Liberty, 12th Floor Reno, NV 89501							
Account No.	-	June 7, 2002 Order re: submitted matters of spousal support, attorney's fees and costs. Spousal support in the amount of \$18,800.00 per month.		X		Unknown	Unknown
Marcia Cloobeck c/o Lance Speigel, Esq. Kaufman, Young, Speigel, et al., LLP 301 N. Canon Dr., Ste. 300 Beverly Hills, CA 90210-4724							
Account No.							
Account No.							
Account No.							
Account No.							

Sheet 1 of 1 continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

Subtotal (Total of this page)	0.00
Total (Report on Summary of Schedules)	
0.00	

In re Sheldon H. Cloobeck

Case No. _____

Debtor

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community maybe liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
			C	U	D	
Account No. 4147-1106-7481-4390	-	Credit card purchases - 2004.				39,899.90
Citibank Visa P.O. Box 6500 Sioux Falls, SD 57117	-	Personal Loans Accrued between 2002 - 2004				3,992,500.00
Account No.	-	Litigation - Case No. A472594, District Court, Clark County, NV	X	X		Unknown
Core-Vent Bio Engineering c/o M. Bradley Johnson, Esq. Kravitz, Schnitzer & Sloane, Chtd. 1389 Galleria Dr., #200 Henderson, NV 89014	X -	Guaranty Agreement dated July 7, 2000 and all subsequent amendments, wherein Debtor guaranteed loans made by creditor in favor of Nevada Polo Resort Properties Polo Towers LP.				Unknown
Account No.	X -					
Dorfincor Corporation 333 East River Drive East Hartford, CT 06108						
2 continuation sheets attached						
						Subtotal (Total of this page) 4,032,399.90

In re Sheldon H. Cloobeck

Case No. _____

Debtor

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODE DEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNIQUE DATA ED	DISPUTED	AMOUNT OF CLAIM
Account No.						
Gerald A. Niznick c/o M. Bradley Johnson, Esq. Kravitz, Schnitzer & Sloane, Chtd. 1389 Galleria Dr., #200 Henderson, NV 89014	X -	Litigation - Case No. A468009, District Court, Clark County, NV		X	X	Unknown
Account No.						
Greines, Martin, Stein & Richland LLP 5700 Wilshire Blvd., Ste. 375 Los Angeles, CA 90036	-	Legal fees for appeal - Imperial Bank v. 409 Olympic Building Partnership.			X	
Account No.						
La Canada Flintridge Development The Law Offices of Burton Mark Senkfor c/o Burton Mark Senkfor, Esq. 9100 Wilshire Blvd., 7th Fl. West Tower Beverly Hills, CA 90212	X -	Superior Court of California, County of Los Angeles, Case No. BC 096 405 (lead case), consolidated with Case Nos. BC 098 917, and BC 119 666.			X	1,755,157.00
Account No.						
Levy, Small & Lallas c/o Leo D. Plotkin, Esq. 815 Moraga Drive Los Angeles, CA 90049	-	Attorney's Fees - Imperial Bank v. 409 Olympic Building Partnership			X	10,000.00
Account No.						
Lynne E. Cloobeck c/o Janet Chubb, Esq. Jones Vargas 300 W. Liberty, 12th Floor Reno, NV 89501	X -	Stipulation for Entry of Judgment. If Debtor defaults on the terms of the Settlement Agreement dated October 1, 2001, between Lynne E. Cloobeck and Sheldon H. Cloobeck, Creditor has the right to file the Stipulation for Entry of Judgment.		X		1,368,000.00
Sheet no. <u>1</u> of <u>2</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			3,169,342.47

In re Sheldon H. Cloobeck

Case No. _____

Debtor

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODE H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT U N L I Q U I D A T E D	DISPUTED D	AMOUNT OF CLAIM
					AMOUNT OF CLAIM
Account No.					
Marcia Cloobeck c/o Lance Speigel, Esq. Kaufman, Young, Speigel, et al., LLP 301 N. Canon Dr., Ste. 300 Beverly Hills, CA 90210-4724	-	Litigation - Divorce proceedings for spousal support. Case No. BD 297 672, Superior Court of California, County of Los Angeles.	X	X	Unknown
Account No. 5490-3502-5030-3646		Credit card purchases - 2004.			
MBNA America P.O. Box 15168 Wilmington, DE 19850-5168	-				35,000.00
Account No.					
Reesa Niznick c/o M. Bradley Johnson, Esq. Kravitz, Schnitzer & Sloane, Chtd. 1389 Galleria Dr. #200 Henderson, NV 89014	X	Litigation - Case No. A468009, District Court, Clark County, NV	X	X	Unknown
Account No.					
Salt & Mice, LLC c/o Richard Cloobeck Diamond Resorts, Executive Offices 3745 Las Vegas Blvd. South Las Vegas, NV 89109	-	Brokerage account held in name of Salt & Mice, LLC. Debtor required to maintain capital of \$800,000 in the account per Settlement Agreement dated October 1, 2001, with Lynne E. Cloobeck.	X		800,000.00
Account No.					
U.S. Bank National Association c/o Randall P. Mroczynski, Esq. Cooksey, Toolen, Gage, Duffy & Woog 535 Anton Blvd., Tenth Floor Costa Mesa, CA 92626-1977	X	U.S. Bank v. Cloobeck, Sheldon, Case No. A4-A-488495, District Court, Clark County, NV	X	X	Unknown
Sheet no. <u>2</u> of <u>2</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)		835,000.00
			Total (Report on Summary of Schedules)		8,036,742.37

In re **Sheldon H. Cloobeck**

Case No. _____

Debtor

SCHEDULE G. EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser," "Agent," etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described.

NOTE: A party listed on this schedule will not receive notice of the filing of this case unless the party is also scheduled in the appropriate schedule of creditors.

Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Diamond Resorts, LLC (Seller) Stephen J. Cloobeck (Resident Agent) 3745 Las Vegas Blvd. South Las Vegas, NV 89109	Asset Purchase and Master Transaction Agreement by and between Diamond Resorts, LLC and Marriott Ownership Resorts, Inc., dated June 25, 2003. Non-compete clause applicable to Debtor, among others.
Marriott Ownership Resorts, Inc. (Purchaser) Senior V.P., Resort Development 6649 Westwood Blvd., Suite 500 Orlando, FL 32821	Asset Purchase and Master Transaction Agreement by and between Diamond Resorts, LLC and Marriott Ownership Resorts, Inc., dated June 25, 2003. Non-compete clause applicable to Debtor, among others.

0 continuation sheets attached to Schedule of Executory Contracts and Unexpired Leases

In re

Sheldon H. Cloobeck

Case No. _____

Debtor

SCHEDULE H. CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. In community property states, a married debtor not filing a joint case should report the name and address of the nondebtor spouse on this schedule. Include all names used by the nondebtor spouse during the six years immediately preceding the commencement of this case.

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
409 Olympic Building Partnership Good, Swartz, Brown & Berns LLP c/o Steven C. Good (Agent) 11766 Wilshire Blvd., Suite 1700 Los Angeles, CA 90025	La Canada Flintridge Development Corp. c/o Gregory C. Glynn, Esq. Overton, Lyman & Price, LLP 5760 Wilshire Blvd., 11th Fl. Los Angeles, CA 90036
409 Olympic Building Partnership Good, Swartz, Brown & Berns LLP c/o Steven C. Good (Agent) 11766 Wilshire Blvd., Suite 1700 Los Angeles, CA 90025	Greines, Martin, Stein & Richland LLP 5700 Wilshire Blvd., Ste. 375 Los Angeles, CA 90036
Cloobeck Enterprises, Inc. 3745 Las Vegas Blvd. South Las Vegas, NV 89109 Co-guarantor of all of Debtor's obligations under the October 1, 2001 Settlement Agreement with Lynne E. Cloobeck.	Lynne E. Cloobeck c/o Janet Chubb, Esq. Jones Vargas 300 W. Liberty, 12th Floor Reno, NV 89501
Cloobeck Enterprises, Inc. 3745 Las Vegas Blvd. South Las Vegas, NV 89109	U.S. Bank National Association c/o Randall P. Mroczynski, Esq. Cooksey, Toolen, Gage, Duffy & Woog 535 Anton Blvd., Tenth Floor Costa Mesa, CA 92626-1977
Cloobeck Enterprises, Inc. 3745 Las Vegas Blvd. South Las Vegas, NV 89109 Co-guarantor with Debtor of loans made by Creditor in favor of Nevada Polo Resort Properties Polo Towers, LP.	Dorfinco Corporation 333 East River Drive East Hartford, CT 06108
Decatur Harmon, LLC c/o Stephen J. Cloobeck (Resident Agent) 3745 Las Vegas Blvd. South Las Vegas, NV 89109	Gerald A. Niznick c/o M. Bradley Johnson, Esq. Kravitz, Schnitzer & Sloane, Chtd. 1389 Galleria Dr., #200 Henderson, NV 89014
Decatur Harmon, LLC c/o Stephen J. Cloobeck (Resident Agent) 3745 Las Vegas Blvd. South Las Vegas, NV 89109	Reesa Niznick c/o M. Bradley Johnson, Esq. Kravitz, Schnitzer & Sloane, Chtd. 1389 Galleria Dr. #200 Henderson, NV 89014
Donna Epstein Cloobeck (Non-Debtor Spouse) 40 Gulf Stream Las Vegas, NV 89113	

1 continuation sheets attached to Schedule of Codebtors

In re Sheldon H. Cloobeck

Case No. _____

Debtor

SCHEDULE H. CODEBTORS
(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
G&G Investments aka G&G Investment Co. Good, Swartz, Brown & Berns LLP c/o Steven C. Good 11755 Wilshire Blvd., 17th Floor Los Angeles, CA 90025	La Canada Flintridge Development The Law Offices of Burton Mark Senkfor c/o Burton Mark Senkfor, Esq. 9100 Wilshire Blvd., 7th Fl. West Tower Beverly Hills, CA 90212
GG&B, Ltd. Good, Swartz, Brown & Berns c/o Steven C. Good and Mark S. Berns 11775 Wilshire Blvd., 17th Fl. Los Angeles, CA 90025	La Canada Flintridge Development The Law Offices of Burton Mark Senkfor c/o Burton Mark Senkfor, Esq. 9100 Wilshire Blvd., 7th Fl. West Tower Beverly Hills, CA 90212
Nevada Resort Properties Polo Towers LP c/o Stephen J. Cloobeck (Resident Agent) 3745 Las Vegas Blvd. South Las Vegas, NV 89109	Core-Vent Bio Engineering c/o M. Bradley Johnson, Esq. Kravitz, Schnitzer & Sloane, Chtd. 1389 Galleria Dr., #200 Henderson, NV 89014
Sheldon H. Cloobeck Enterprises, Inc. c/o Richard Cloobeck, Esq. (Resident Agent) 3745 Las Vegas Blvd. South Las Vegas, NV 89109	La Canada Flintridge Development The Law Offices of Burton Mark Senkfor c/o Burton Mark Senkfor, Esq. 9100 Wilshire Blvd., 7th Fl. West Tower Beverly Hills, CA 90212
Stephen Cloobeck 3745 Las Vegas Blvd. South Las Vegas, NV 89109 Co-guarantor with Debtor of Loans made by Creditor in favor of Nevada Polo Resort Properties Polo Towers, LP.	Dorfinco Corporation 333 East River Drive East Hartford, CT 06108

In re Sheldon H. Cloobeck

Case No. _____

Debtor

SCHEDULE I. CURRENT INCOME OF INDIVIDUAL DEBTOR(S)

The column labeled "Spouse" must be completed in all cases filed by joint debtors and by a married debtor in a chapter 12 or 13 case whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.

Debtor's Marital Status:	DEPENDENTS OF DEBTOR AND SPOUSE	
	RELATIONSHIP None.	AGE
Married		
EMPLOYMENT:	DEBTOR	SPOUSE
Occupation Retired		
Name of Employer		
How long employed		
Address of Employer		

INCOME: (Estimate of average monthly income)

Current monthly gross wages, salary, and commissions (pro rate if not paid monthly)

DEBTOR	SPOUSE
\$ 0.00	\$ N/A
\$ 0.00	\$ N/A
\$ 0.00	\$ N/A

Estimated monthly overtime

SUBTOTAL

LESS PAYROLL DEDUCTIONS

- a. Payroll taxes and social security
- b. Insurance
- c. Union dues
- d. Other (Specify)

\$ 0.00	\$ N/A

SUBTOTAL OF PAYROLL DEDUCTIONS

\$ 0.00	\$ N/A
\$ 0.00	\$ N/A

TOTAL NET MONTHLY TAKE HOME PAY

Regular income from operation of business or profession or farm (attach detailed statement)

\$ 0.00	\$ N/A
\$ 0.00	\$ N/A
\$ 3,750.00	\$ N/A

Income from real property

Interest and dividends

Alimony, maintenance or support payments payable to the debtor for the debtor's use or that of dependents listed above

\$ 0.00	\$ N/A
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Social security or other government assistance

(Specify) Social Security

\$ 1,554.00	\$ N/A
\$ 0.00	\$ N/A

Pension or retirement income

Other monthly income

(Specify)

\$ 5,304.00	\$ N/A
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TOTAL MONTHLY INCOME

TOTAL COMBINED MONTHLY INCOME \$ 5,304.00

(Report also on Summary of Schedules)

Describe any increase or decrease of more than 10% in any of the above categories anticipated to occur within the year following the filing of this document:

In re Sheldon H. Cloobeck

Case No. _____

Debtor

SCHEDULE J. CURRENT EXPENDITURES OF INDIVIDUAL DEBTOR(S)

Complete this schedule by estimating the average monthly expenses of the debtor and the debtor's family. Pro rate any payments made bi-weekly, quarterly, semi-annually, or annually to show monthly rate.

Check this box if a joint petition is filed and debtor's spouse maintains a separate household. Complete a separate schedule of expenditures labeled "Spouse."

Rent or home mortgage payment (include lot rented for mobile home)	\$ 9,200.00
Are real estate taxes included? Yes <u>X</u> No _____	
Is property insurance included? Yes <u>X</u> No _____	
Utilities: Electricity and heating fuel	\$ 510.00
Water and sewer	\$ 200.00
Telephone	\$ 150.00
Other <u>Cable</u>	\$ 150.00
Home maintenance (repairs and upkeep)	\$ 150.00
Food	\$ 2,000.00
Clothing	\$ 200.00
Laundry and dry cleaning	\$ 300.00
Medical and dental expenses	\$ 0.00
Transportation (not including car payments)	\$ 0.00
Recreation, clubs and entertainment, newspapers, magazines, etc.	\$ 0.00
Charitable contributions	\$ 0.00
Insurance (not deducted from wages or included in home mortgage payments)	
Homeowner's or renter's	\$ 0.00
Life	\$ 0.00
Health	\$ 0.00
Auto	\$ 0.00
Other	\$ 0.00
Taxes (not deducted from wages or included in home mortgage payments) (Specify)	\$ 0.00
Installment payments: (In chapter 12 and 13 cases, do not list payments to be included in the plan.)	
Auto	\$ 0.00
Other	\$ 0.00
Other	\$ 0.00
Other	\$ 0.00
Alimony, maintenance, and support paid to others	\$ 18,800.00
Payments for support of additional dependents not living at your home	\$ 0.00
Regular expenses from operation of business, profession, or farm (attach detailed statement)	\$ 0.00
Other	\$ 0.00
Other	\$ 0.00
TOTAL MONTHLY EXPENSES (Report also on Summary of Schedules)	\$ 31,660.00

[FOR CHAPTER 12 AND 13 DEBTORS ONLY]

Provide the information requested below, including whether plan payments are to be made bi-weekly, monthly, annually, or at some other regular interval.

A. Total projected monthly income	\$ <u>N/A</u>
B. Total projected monthly expenses	\$ <u>N/A</u>
C. Excess income (A minus B)	\$ <u>N/A</u>
D. Total amount to be paid into plan each	\$ <u>N/A</u>

(interval)

United States Bankruptcy Court
District of Nevada

In re Sheldon H. Cloobeck

Debtor(s)

Case No.

Chapter 11

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY BY INDIVIDUAL DEBTOR

I declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 21 sheets [*total shown on summary page plus 1*], and that they are true and correct to the best of my knowledge, information, and belief.

Date 1/10/05

Signature


Sheldon H. Cloobeck
Debtor

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

United States Bankruptcy Court
District of Nevada

In re **Sheldon H. Cloobeck**

Debtor(s)

Case No.
Chapter**11**

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs.

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within the six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

1. Income from employment or operation of business

None

State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE (if more than one)
Not Determined	2004 - Retired
\$89,335.00	2003 - Scientific/Technical Consulting

2. Income other than from employment or operation of business

None

State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
\$45,000.00	2003 - Mandatory Distributions from IRA
\$18,156.00	2003 - Social Security
\$45,000.00	2004 - Mandatory Distributions from IRA
\$18,648.00	2004 - Social Security

3. Payments to creditors

- None a. List all payments on loans, installment purchases of goods or services, and other debts, aggregating more than \$600 to any creditor, made within 90 days immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
MBNA America P.O. Box 15168 Wilmington, DE 19850-5168	11/15/04 - \$1,000.00 10/20/04 - \$1,000.00	\$2,000.00	\$35,000.00
Citibank Visa P.O. Box 6500 Sioux Falls, SD 57117	1/7/05 - \$5,528.32 12/13/04 - \$732.00 11/8/04 - \$1,000.00 10/12/04 - \$3,000.00	\$10,259.32	\$35,000.00
Bank of America 300 S. 4th Street Las Vegas, NV 89101	1/11/05 - \$90,616.32 1/11/05 - \$9,937.43 1/7/05 - \$10,610.42 12/13/04 - \$10,610.42 11/8/04 - \$50,759.23 10/2/04 - \$10,739.45	\$183,273.27	\$0.00
Lynne E. Cloobeck c/o Janet Chubb, Esq. Jones Vargas 300 W. Liberty, 12th Floor Reno, NV 89501	11/15/04 - \$4,000.00 10/12/04 - \$7,000.00	\$11,000.00	\$0.00
Marcia Cloobeck c/o Lance Speigel, Esq. Kaufman, Young, Speigel, et al., LLP 301 N. Canon Dr., Ste. 300 Beverly Hills, CA 90210-4724	1/7/05 - \$10,000.00 12/13/04 - \$10,000.00 11/15/04 - \$10,000.00 10/15/04 - \$18,800.00	\$48,800.00	\$0.00

- None b. List all payments made within one year immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
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4. Suits and administrative proceedings, executions, garnishments and attachments

- None a. List all suits and administrative proceedings to which the debtor is or was a party within one year immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
U.S. Bank National Association v. Sheldon H. Cloobeck, et al. Case No. A488495	Litigation re: Breach of Contract	Clark County District Court, Las Vegas, NV	Parties stipulated to arbitration.
In re the Marriage of Marcia Cloobeck and Sheldon H. Cloobeck Case no. BD 297672	Dissolution of Marriage	Superior Court of California County of Los Angeles	Settlement Conference held 11/04; Trial set for January 25, 2005.

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
Core-vent Bio Engineering v. Sheldon H. Cloobeck Living Trust, et al. Case No. A472594	Litigation re title to real property	Clark County District Court	Trial calendared for July 18, 2005.
Gerald A. Niznick and Reesa Niznick v. Sheldon H. Cloobeck and Decatur Harmon, LLC Case No. A468009	Litigation	Clark County District Court	Trial calendared for October 10, 2005.
Imperial Bank v. 409 Olympic Building Partnership, etc., et al., Case No. BC 096 405 (lead case), consolidated with Gilbert Dreyfuss, et al. v. 409 Olympic Building Partnership, etc., et al., Case Nos. BC 098 917 and BC 119 666.	Litigation	Superior Court of California, County of Los Angeles	Awaiting submission of Judgment to Court.
Constantin Caparos, et al. v. Michael Morton; Scott Degroff; and Late Night Las Vegas, Case No.	Litigation		Judgment entered on June 18, 2004; on appeal.

- None b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
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5. Repossessions, foreclosures and returns

- None List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
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6. Assignments and receiverships

- None a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
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- None b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
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7. Gifts

- None List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
Stephen S. Wise Temple 1550 Stephen S. Wise Drive Los Angeles, CA 90077-1520		September - December 2004	Cash donation - \$2,150.00
Cantor Daniel Friedman's Discretionary Fund Temple Beth Shalom 10700 Havenwood Lane Las Vegas, NV 89135		May 2004	Cash donation - \$500.00

8. Losses

- None List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case.** (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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9. Payments related to debt counseling or bankruptcy

- None List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Gordon & Silver, Ltd. 3960 Howard Hughes Parkway, 9th Floor Las Vegas, NV 89109	12/7/04	\$2,752.50
	1/6/05	\$16,735.75
	1/11/05	\$3,044.75
	1/11/05 - Balance in Retainer Account	\$4,967.00

10. Other transfers

- None List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFeree, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
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11. Closed financial accounts

None List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
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12. Safe deposit boxes

None List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
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13. Setoffs

None List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
Bank of America Attn: Wayne Rogers 300 S. 4th Street Las Vegas, NV 89101	1/11/05	\$100,553.75

14. Property held for another person

None List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
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15. Prior address of debtor

None If the debtor has moved within the **two years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
Park Towers One Hughes Center Drive, #407 Las Vegas, NV 89109	Sheldon H. Cloobeck	

16. Spouses and Former Spouses

- None If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the **six-year period** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

Diane Epstein Cloobeck (current wife)
Marcia Cloobeck (former wife)

17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

- None a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
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18 . Nature, location and name of business

- None a. If the debtor is an individual, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partnership, sole proprietorship, or was a self-employed professional within the **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within the **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within the **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within the **six years** immediately preceding the commencement of this case.

NAME	TAXPAYER I.D. NO. (EIN)	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
Cloobeck Enterprises, Inc.	88-0329918	3745 Las Vegas Blvd. South Las Vegas, NV 89109	Personal Holding Co.	1994 - present

NAME	TAXPAYER I.D. NO. (EIN)	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
Sheldon H. Cloobeck Gaming Corp.	88-0334264	3745 Las Vegas Blvd. South Las Vegas, NV 89109	Lounge/Bar/Gaming	1994 - present
International Marketing Institute	95-2904709	3745 Las Vegas Blvd. South Las Vegas, NV 89109		1975 -
Nevada Resort Polo Towers LP		3745 Las Vegas Blvd. South Las Vegas, NV 89109		1990 -
Nevada Resort Properties Polo Plaza LP		3745 Las Vegas Blvd. South Las Vegas, NV 89109		1991 -
Jockey Club Resort Properties, I	88-0162407	3745 Las Vegas Blvd. South Las Vegas, NV 89109		1992 -
Jockey Club Resort Properties Phase II	88-0170924	3745 Las Vegas Blvd. South Las Vegas, NV 89109		1992 -
JCPR, Ltd., III	95-3679354	3745 Las Vegas Blvd. South Las Vegas, NV 89109		1992 -
JCRP, Ltd. (Phase 4)	95-3907867	3745 Las Vegas Blvd. South Las Vegas, NV 89109		1992 -
JCRP, Ltd. Phase V	95-4095141	3745 Las Vegas Blvd. South Las Vegas, NV 89109		1993 -
JCRP, Ltd. (Phase VI)	68-0132527	3745 Las Vegas Blvd. South Las Vegas, NV 89109		1987 -
JCPR, Ltd., VII	88-0235616	3745 Las Vegas Blvd. South Las Vegas, NV 89109		1988 -
JCRP, Ltd., VIII	47-0729075	3745 Las Vegas Blvd. South Las Vegas, NV 89109		1989 -
JCRP, Ltd. IX	88-0264361	3745 Las Vegas Blvd. South Las Vegas, NV 89109		1991 -

None b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME	ADDRESS
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The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within the six years immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or otherwise self-employed.

(An individual or joint debtor should complete this portion of the statement only if the debtor is or has been in business, as defined above, within the six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)

19. Books, records and financial statements

- None a. List all bookkeepers and accountants who within the **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS
Michael Kern and Scott Taylor
Piercy Bowler Taylor & Kern
6100 Elton Ave.
Ste. 1000
Las Vegas, NV 89107

DATES SERVICES RENDERED
Consistently since 1995

- None b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME ADDRESS
Piercy Bowler Taylor & Kern **6100 Elton Ave.**
Ste. 1000
Las Vegas, NV 89107

DATES SERVICES RENDERED
Consistently since 1995

- None c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME ADDRESS
Piercy Bowler Taylor & Kern **6100 Elton Ave.**
Ste. 1000
Las Vegas, NV 89107

- None d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued within the **two years** immediately preceding the commencement of this case by the debtor.

NAME AND ADDRESS Superior Court of California County of Los Angeles 111 North Hill Street Los Angeles, CA 90012	DATE ISSUED 2001-2004
Judith Salkow Shapiro, Esq. 1333 Beverly Green Drive Los Angeles, CA 90035	2001-2004
Peter C. Bernhard, Esq. Bullivant, Houser, Bailey PC 3980 Howard Hughes Parkway, Suite 550 Las Vegas, NV 89109	2002

20. Inventories

- None a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)
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- None b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY	NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS
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21 . Current Partners, Officers, Directors and Shareholders

- None a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
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- None b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
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22 . Former partners, officers, directors and shareholders

- None a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
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- None b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
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23 . Withdrawals from a partnership or distributions by a corporation

- None If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
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24. Tax Consolidation Group.

- None If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within the **six-year period** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION	TAXPAYER IDENTIFICATION NUMBER
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25. Pension Funds.

- None If the debtor is not an individual, list the name and federal taxpayer identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within the **six-year period** immediately preceding the commencement of the case.

NAME OF PENSION FUND	TAXPAYER IDENTIFICATION NUMBER
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DECLARATION UNDER PENALTY OF PERJURY BY INDIVIDUAL DEBTOR

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct.

Date 1/10/05

Signature


Sheldon H. Cloobeck
Debtor

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571

**United States Bankruptcy Court
District of Nevada**

In re Sheldon H. Cloobeck

Debtor(s)

Case No.

Chapter

11

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)

1. Pursuant to 11 U.S.C. § 329(a) and Bankruptcy Rule 2016(b), I certify that I am the attorney for the above-named debtor and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept.....	\$ <u>0.00</u>
Prior to the filing of this statement I have received	\$ <u>\$22,533.00</u>
Balance Due.....	\$ <u>0.00</u>

2. The source of the compensation paid to me was:

Debtor Other (specify):

3. The source of compensation to be paid to me is:

Debtor Other (specify):

4. I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation is attached.

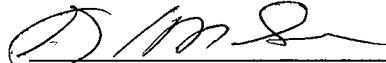
5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:
- a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
 - b. Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
 - c. [Other provisions as needed]

6. By agreement with the debtor(s), the above-disclosed fee does not include the following service:

All services rendered post-petition, which shall be subject to future fee applications and court approval.

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

Dated: 1/11/05


Gerald M. Gordon, Esq. Nevada Bar No. 229
Gordon & Silver, Ltd.
3960 Howard Hughes Parkway
Ninth Floor
Las Vegas, NV 89109
(702) 796-5555

United States Bankruptcy Court
District of Nevada

In re Sheldon H. Cloobeck

Debtor(s)

Case No.
Chapter

11

VERIFICATION OF CREDITOR MATRIX

The above-named Debtor hereby verifies that the attached list of creditors is true and correct to the best of his/her knowledge.

Date: 1/10/05



Sheldon H. Cloobeck
Signature of Debtor

Sheldon H. Cloobeck
40 Gulf Stream
Las Vegas, NV 89113

United States Trustee
300 Las Vegas Blvd. South
Suite 4300
Las Vegas, NV 89101

Internal Revenue Service
Attn: Bankruptcy Department
Stop 5028
4750 W. Oakey Blvd.
Las Vegas, NV 89102

State of Nevada Dept. of Motor Vehicles
Bankruptcy Section
555 Wright Way
Carson City, NV 89711

Nevada Department of Taxation
Bankruptcy Section
555 E. Washington Ave. #1300
Las Vegas, NV 89101

Department of Employment, Training & Rehab
Employment Security Division
500 East Third Street
Carson City, NV 89713

Clark County Treasurer
c/o Bankruptcy Clerk
500 S. Grand Central Pkwy
P.O. Box 551220
Las Vegas, NV 89155-1220

Clark County Assessor
c/o Bankruptcy Clerk
500 S. Grand Central Pkwy
P.O. Box 551401
Las Vegas, NV 89155-1401

Top 20 Creditors

La Canada Flintridge Development Corp.
c/o Burton Mark Senkfor, Esq.
Law Offices of Burton Mark Senkfor
9100 Wilshire Blvd., 7th Fl. West Tower
Beverly Hills, CA 90212

Lynne E. Cloobeck
4331 Meadow View Place
Encino, CA 91436

Lynne E. Cloobeck
c/o Janet Chubb, Esq.
Jones Vargas 100 W. Liberty, 12th Fl.
Reno, NV 89501

Salt & Mice, LLC
c/o Richard Cloobeck
Diamond Resorts, Executive Offices
3745 Las Vegas Blvd. South
Las Vegas, NV 89109

Citibank Visa
P.O. Box 6500
Sioux Falls, SD 57117

Greines, Martin, Stein & Richland LLP
5700 Wilshire Blvd., Ste. 375
Los Angeles, CA 90036

MBNA America
P.O. Box 15168
Wilmington, DE 19850-5168

Levy, Small & Lallas
c/o Leo D. Plotkin, Esq.
815 Moraga Drive
Los Angeles, CA 90049

Core-Vent Bio Engineering
c/o M. Bradley Johnson, Esq.
Kravitz, Schnitzer & Sloane, Chtd.
1389 Galleria Dr., #200
Henderson, NV 89014

Dorfinco Corporation
333 East River Drive
East Hartford, CT 06108

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c/o M. Bradley Johnson, Esq.
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Henderson, NV 89014

Reesa Niznick
c/o M. Bradley Johnson, Esq.
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Sherman Oaks, CA 91403

Marcia Cloobeck
c/o Lance Spiegel
Kaufman, Young, Speigel, et al., LLP
301 N. Canon Dr., Ste. 300
Beverly Hills, CA 90210-4724

U.S. Bank National Association
15190 Ventura Blvd.
Encino, CA 91436

U.S. Bank National Association
c/o Randall P. Mroczynski, Esq.
Cooksey, Toolen, Gage, Duffy & Woog
535 Anton Blvd., Tenth Floor
Costa Mesa, CA 92626-1977

Beckley Singleton, Chtd.
c/o Ike Lawrence Epstein
530 Las Vegas Blvd. South
Las Vegas, NV 89109

Diamond Resorts, LLC
Stephen J. Cloobeck
3745 Las Vegas Blvd. South
Las Vegas, NV 89109

Melvin Gagerman
4930 Andasol Ave.
Encino, CA 91316

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Senior V.P., Resort Development
6649 Westwood Blvd., Suite 500
Orlando, FL 32821

Marriott Ownership Resorts, Inc.
Assistant General Counsel
Acquisition & Development
6649 Westwood Blvd., Suite 500
Orlando, FL 32821

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Peter C. Bernhard, Esq.
Bullivant, Houser, Bailey PC
3980 Howard Hughes Parkway, Suite 550
Las Vegas, NV 89109

Piercy Bowler Taylor & Kern
c/o Michael Kern
6100 Elton Ave.
Suite 1000
Las Vegas, NV 89107

Textron Financial Corp.
Attn: John D'Annibale
333 East River Drive
East Hartford, CT 06108

Cameron, Pearson & Foster
Richard K. Foster, Esq.
One World Trade Center, Suite 1600
Long Beach, CA 90831-1600

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9th Floor, West Tower
Beverly Hills, CA 90212

Judith Shapiro, Esq.
1333 Beverly Green Drive
Los Angeles, CA 90035-1018

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Las Vegas, NV 89109

Richard Cloobeck
Executive Offices
3745 Las Vegas Blvd. South
Las Vegas, NV 89109

Nevada Resort Properties Polo Towers LP
c/o Stephen J. Cloobeck (Resident Agent)
3745 Las Vegas Blvd. South
Las Vegas, NV 89109

409 Olympic Building Partnership
Good, Swartz, Brown & Berns LLP
c/o Steven C. Good (Agent)
11766 Wilshire Blvd., Suite 1700
Los Angeles, CA 90025

G&G Investments aka G&G Investment Co.
Good, Swartz, Brown & Berns LLP
c/o Steven C. Good
11755 Wilshire Blvd., 17th Fl.
Los Angeles, CA 90025

GG&B, Ltd.
Good, Swartz, Brown & Berns LLP
c/o Steven C. Good and Mark S. Berns
11755 Wilshire Blvd., 17th Fl.
Los Angeles, CA 90025

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3745 Las Vegas Blvd. South
Las Vegas, NV 89109

Sheldon H. Cloobeck Enterprises, Inc.
c/o Richard Cloobeck, Esq.
3745 Las Vegas Blvd. South
Las Vegas, NV 89109

Decatur Harmon LLC
c/o Stephen J. Cloobeck (Resident Agent)
3745 Las Vegas Blvd. South
Las Vegas, NV 89109

La Salle Bank
Land Trust Department
(Trust No. 26866)
4747 W. Dempster Ave.
Skokie, IL 60076